

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Securities and Exchange Commission,

Plaintiff,

v.

Bank of America Corporation,

Defendant.
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No. 09 Civ. 6829 (JSR)

DECLARATION OF MELISSA K. MARLER

Pursuant to 28 U.S.C. § 1746, Melissa K. Marler declares as follows:

1. I am associated with the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel to Defendant Bank of America Corporation, and am a member of the Bar of this Court.
2. I submit this declaration in support of Defendant's Memorandum of Law dated August 24, 2009.
3. Annexed hereto as Exhibits 1-20 are true and correct copies of the following documents:

Exhibit	Document
1	Jenny Anderson & Landon Thomas Jr., <i>The Number Wall St Crunches the Most</i> , N.Y. TIMES, Nov. 29, 2004
2	Christine Harper, <i>Goldman, Lehman, Morgan Lift Bonuses, Bear Cuts Them</i> , BLOOMBERG, Dec. 20, 2007

Exhibit	Document
3	Merrill Lynch & Co., Inc., Definitive Proxy Statement (Schedule 14A) (Mar. 14, 2008)
4	Merrill Lynch & Co., Inc., Quarterly Report (Form 10-Q) (Mar. 28, 2008, dated as of May 6, 2008)
5	James Mackintosh & Chris Hughes, <i>Hedge Funds Hit Troubled Banks With A Hiring Binge</i> , FINANCIAL TIMES, July 7, 2008
6	Merrill Lynch & Co., Inc., Quarterly Report (Form 10-Q) (June 27, 2008, dated as of Aug. 5, 2008)
7	Merrill Lynch & Co., Inc., Current Report (Form 8-K) (Sept. 15, 2008, dated as of Sept. 18, 2008)
8	Deborah Solomon, et al., <i>U.S. to Buy Stakes in Nation's Largest Banks</i> , THE WALL ST. JOURNAL, Oct. 14, 2008
9	Merrill Lynch & Co., Inc., Current Report (Form 8-K) (Oct. 16, 2008)
10	Final Transcript, MER-Q3 2008 Merrill Lynch Earnings Conference Call dated October 16, 2008
11	Bank of America Corp., Joint Definitive Proxy Statement (Schedule 14A) (Nov. 3, 2008) and Merrill Lynch & Co., Inc., Joint Definitive Proxy Statement (Schedule 14A) (Nov. 3, 2008) (Joint Definitive Proxy Statement filed by both companies)
12	Merrill Lynch & Co., Inc., Quarterly Report (Form 10-Q) (Sept. 26, 2008, dated as of Nov. 5, 2008)
13	Bank of America Corp., Current Report (Form 8-K) (Dec. 5, 2008)
14	Merrill Lynch & Co., Inc. Current Report (Form 8-K) (Dec. 5, 2008)
15	Bank of America Corp., Current Report (Form 8-K) (Jan. 2, 2009)

- 16 Merrill Lynch & Co., Inc., Annual Report (Form 10-K) (Dec. 26, 2008, dated as of Feb. 24, 2009)
- 17 Heidi N. Moore, *Deutsche Bank's Hiring Spree*, THE WALL ST. JOURNAL, Mar. 4, 2009
- 18 Chris Blackhurst, *Eat What You Kill: Why Bonuses Never Went Away*, EVENING STANDARD, June 26, 2009
- 19 Bank of America Corp., Quarterly Report Form 10-Q (June 30, 2009, dated as of Aug. 7, 2009)
- 20 Transcript of Hearing before The Honorable Jed S. Rakoff, dated August 10, 2009

I declare under penalty of perjury that the foregoing is true and correct.

Executed: August 23, 2009
 New York, New York



Melissa K. Marler